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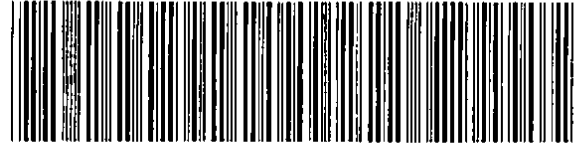
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TALLAHASSEE, FL

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: DR. LARRY HOWELL BOOK CLUB, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: EULA R. CLARKE

Name (Printed or typed)

615 SW ST LUCIE CRESCENT

Address

STUART FL 34994

City, State & Zip

772-263-3886

Daytime Telephone number

EULACLARKELAW@YAHOO.COM

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

DR. LARRY W. HOWELL BOOK CLUB, INC.

ARTICLE I- NAME

The name of the corporation shall be: Dr. Larry W. Howell Book Club, Inc.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

ARTICLE III -PURPOSE

The purpose for which the nonprofit corporation is organized is:

To educate the public and members about the importance of reading and to encourage the public, local, national and international to read and learn about American history, culture and the various factors affecting social, economic, political, judicial and other facets of society and how studying the works of writers from all genres can create a more unified and empathetic society.

ARTICLE IV- MANNER OF ELECTION

The manner of election of the directors are elected: Directors shall be elected at the Annual meeting for a term of two years with no term limits for their participation as a Director of the Book Club.

There shall be a minimum of seven (7) Board of Directors with each Director elected at the Annual meeting.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), mailing address(es) and specific title(s):

President: Hyacinth Douglas-Bailey – 615 SW St. Lucie Crescent, Suite 105, Stuart, FL 34994

First Vice President: Martha Howell, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL 34994

Second Vice President: Eula R. Clarke, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL 34994

Treasurer – Margaret Bromfield, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL 34994

Secretary – Cheryl Trenholme, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL 34994

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TALLAHASSEE, FL

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Director at Large -Mandy Horton Walker, 615 SW St. Lucie Crescent, Suite 105,
Stuart, FL 34994

Director at Large- Lawrence Howell, 615 SW St. Lucie Crescent, Suite 105, Stuart,
FL 34994

Director at Large – Roy Eastman, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL
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Director at Large – Joseph Cooper, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL
34994

Director at Large -Cathy Reeder, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL
34994

Director at Large - Sandy Fishman, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL
34994

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

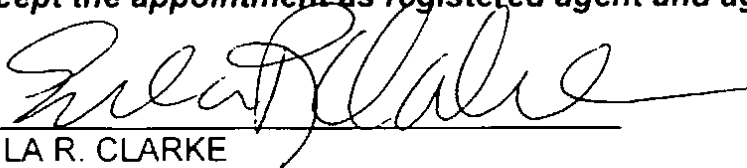
The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered
agent is: Eula R. Clarke, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL 34994

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is: Hyacinth Bailey – 615 SW St. Lucie
Crescent, Suite 105, Stuart, FL 34994

CERTIFICATION OF ARTICLES OF INCORPORATION :

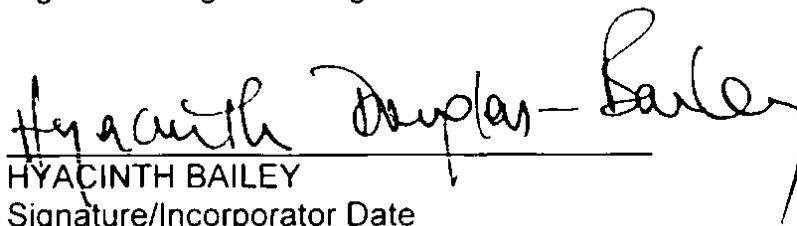
***Having been named as registered agent to accept service of process for the above
stated corporation at the place designated in this certificate, I am familiar with and
accept the appointment as registered agent and agree to act in this capacity.***



EULA R. CLARKE

Signature/Registered Agent Date

6/2/2023



HYACINTH BAILEY

Signature/Incorporator Date

6/2/2023

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

DR. LARRY W. HOWELL BOOK CLUB, INC.

ARTICLE I- NAME

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To educate the public and members about the importance of reading and to encourage the public, local, national and international to read and learn about American history, culture and the various factors affecting social, economic, political, judicial and other facets of society and how studying the works of writers from all genres can create a more unified and empathetic society.

ARTICLE IV- MANNER OF ELECTION

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Secretary – Cheryl Trenholme, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL 34994

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Director at Large -Mandy Horton Walker, 615 SW St. Lucie Crescent, Suite 105,
Stuart, FL 34994

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Director at Large -Cathy Reeder, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL
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Director at Large - Sandy Fishman, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL
34994

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The **name and Florida street address** (P.O. Box NOT acceptable) of the registered
agent is: Eula R. Clarke, 615 SW St. Lucie Crescent, Suite 105, Stuart, FL 34994

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is: Hyacinth Bailey – 615 SW St. Lucie
Crescent, Suite 105, Stuart, FL 34994

CERTIFICATION OF ARTICLES OF INCORPORATION

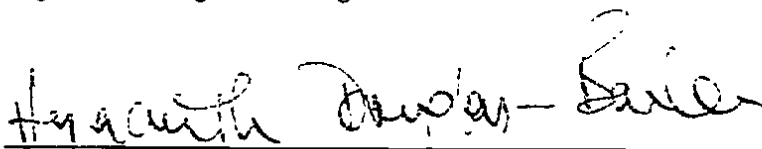
*Having been named as registered agent to accept service of process for the above
stated corporation at the place designated in this certificate, I am familiar with and
accept the appointment as registered agent and agree to act in this capacity.*



EULA R. CLARKE

Signature/Registered Agent Date

6/2/2023



HYACINTH BAILEY

Signature/Incorporator Date

6/2/2023

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TALLAHASSEE, FL

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BYLAWS
OF
DR. LARRY W. HOWELL BOOK CLUB, INC.

ARTICLE I

SCOPE

Section 1 – Name

The name of this organization shall be ***DR. LARRY W. HOWELL BOOK CLUB, INC.***

Section 2 – Non-Profit Corporation

The DR. LARRY W. HOWELL BOOK CLUB, INC., shall be incorporated under the laws of the State of Florida as a non-profit, tax-exempt organization.

Section 3 – Offices

The principal office of the corporation shall be in the City of Stuart, in Martin County, State of Florida.

The Corporation will have and continuously maintain a registered office, and a registered agent.

ARTICLE II

PURPOSE

The purpose of the corporation shall include the following:

Section 1

The specific purpose for which this corporation is formed is to provide diverse opportunities for persons to read and discuss books, provide books to students, engage in mentoring and educational community projects to meet the needs of students, and other interested members of the community and their families, for increased reading levels and exposure to reading materials, better health, education, home life, economic opportunities, and better human relations. In furtherance of

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this purpose, the Corporation shall have all powers conferred to non-profit corporations by Chapter 617 of the Florida Statutes, including but not limited to the following powers, to provide research for the foregoing purpose, to provide leadership training for those involved, to develop projects and opportunities to aid and assist in achieving the purpose of the organization, to assist in travel opportunities to inspire and recognize reading opportunities and participate in social services programs, in support of the foregoing purposes (and any expansions thereof).

Section 2

To acquire property by grant, gift, purchase, devise, bequest, and hold, mortgage and dispose of such property as the corporation shall require for the benefit of its charitable purposes and operations and not for pecuniary profit.

Section 3

To operate exclusively for religious, charitable, and educational purposes such as will qualify the corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws.

Section 4

To do all things necessary or proper for the achievement of any or all of the above purposes and to do any and all things permitted for and by non-profit organizations under and by virtue of the laws of the State of Florida and Florida Statute §617.

Section 5

The foregoing provisos of this Article are to be construed as both objects and powers, and it is expressly provided that said objects and powers shall in no sense be limited by any other proviso of these Articles of Incorporation, but shall be regarded as independent objects and powers, provided, however, that nothing herein contained shall be constructed as authority to carry out any business or exercise any power or undertake any act which may be inconsistent with Florida Statutes.

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ARTICLE III

MEMBERS

Section 1 – Classes of Members

The corporation will have one (1) class of members. Membership in the corporation shall be limited to those individuals who are from time to time serving as Directors of the corporation.

Section 2 – Election of Members

Members will be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors is required for the election.

Section 3 – Voting Rights

Each member is entitled to one vote on each matter submitted to a vote of the members.

Section 4 – Termination of Membership

Membership shall terminate when the member ceases to act as a Director.

Section 5 – Resignation

Any member may resign by filing a written resignation with the Secretary.

Section 6 – Transfer of Membership

Membership in this corporation is not transferable or assignable.

ARTICLE IV

MEETING OF MEMBERS

Section 1 – Annual and Quarterly Meeting

The annual and quarterly meetings of the members shall be held on or before April 30th each year, beginning in 2024, at 6:30 p.m. for the purpose of electing Directors and the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. The business transacted at the annual meeting shall include the election of Directors of the

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corporation. If the election of Directors shall not be held on the day designated herein for an annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient. Regular quarterly meetings, which include the annual meeting, shall be called with notice as to time, place, and date.

Section 2 – Special Meetings

Special meetings of the members, for any purpose or purposes, shall be held when called by the Chairperson or by at least two members of the Board of Directors.

Section 3- Place of Meeting

The Board of Directors may designate any place, unless otherwise prescribed by statute, as the place of meeting for any annual meeting, any quarterly meeting or for any special meeting. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Florida; but if all of the members meet at any time and place, either within or without the State of Florida, and consent to the holding of a meeting, such meeting will be valid without regular call or notice, and at such meeting any corporate action may be taken.

Section 4 – Notice of Meeting

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than five (5) days before the date of the meeting, either personally or by US mail, email or by text or at the direction of the Chairperson, or the two directors calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the corporation, with postage prepaid thereon.

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Section 5 – Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so take, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

Section 6 – Quorum

A quorum of the members shall be one half plus one of the members of the Board of Directors. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7 – Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8 – Manner of Acting

A simple majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by the proxy at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

ARTICLE V

BOARD OF DIRECTORS

Section 1- General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Florida.

Section 2 – Number, Tenure, and Qualifications

The affairs of this corporation shall be managed by a Board of not less than seven (7) nor more than eleven (11) Directors. Each Director will hold office until the next annual meeting of

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members and until his successor has been elected and qualified, based on their term of office.

Members of the Board of Directors may succeed themselves. The terms of the initial Directors shall be staggered so that half or nearly half of the Directors are serving two (2) year terms with the rest serving three (3) year terms. Thereafter, each term shall be for two years.

Section 3 – Directors

The initial Board of Directors shall consist of the following individuals and shall serve for the term indicated by their respective names:

Hyacinth Bailey, Chairperson, three (3) years
Martha Howell- First Vice Chairperson, three (3) years
Eula Clarke – Second Vice Chairperson, three (3) years
Margaret Bromfield, Treasurer, three (3) years
Cheryl Trendholme, Secretary, three (3) years
Mandy Horton Walker at large, two (2) years
Cathy Reeder at large, two (2) years
Joseph Cooper At Large two (2) years
Sandra Fishman, at Large, two (2) years
Lawrence Howell at Large, two (2) years
Roy Eastman at Large, two (2) years

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All shall serve until replaced as provided in these ByLaws.

Section 4 – Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than these Bylaws. The Board of Directors may provide by resolution regarding the date, time and the place, either within or without the State of Florida, for holding additional regular meetings of the Board without other notice than stated in the bylaws, provided that such meetings shall be held at least quarterly. The annual meeting shall be considered as one of the quarterly meetings.

Section 5 – Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any date, time, and place for holding any special meetings of the Board called by them.

Section 6 – Notice of Meetings

Written notice of meetings, other than the regular annual meetings, shall be given to each Director by either personal delivery, U.S. mail, email, text messages at least five (5) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the books and records of the corporation, postage thereon prepaid.

Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objects to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business or the notice of the meeting.

Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Section 7 – Quorum

At any meeting of the Board of Directors, a simple majority of the Board shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present shall adjourn the meeting from time to time without further notice.

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Section 8 – Manner of Acting

Any action of the simple majority of the Directors present at a meeting at which a quorum is present will be an act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Meetings of the Board of Directors shall be open to the public, provided that upon two-thirds (2/3) vote of the Directors in attendance, the Directors may meet in a closed session.

Section 9 – Vacancies

Any vacancy occurring in the Board of Directors, including any vacancy created by an increase in the number of Directors, may be filled by the affirmative vote of a simple majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 10 – Compensation

Directors shall not receive any salaries for their Services as a member of the Board of Directors. By resolution of the Board of Directors, a fixed sum and expenses of attendance if any, may be allowed for attendance at any non-Board of Directors meeting which the Board has delegated a Director to attend if funds are available to cover or to defray some costs and such funds are not compensation. No Board of Director will receive any compensation for serving the corporation in any capacity, except as provided for in Article XII below.

Section 11 – Informal Action by Directors

Any action required to be taken at a meeting of Directors of the corporation, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, is signed by all of the Directors.

Section 12 –Termination of Director

The Board of Directors, by a simple majority vote, may suspend or expel a Director for cause after an appropriate hearing at any properly called meeting, provided that such Director is informed of the basis of the complaint against him or her in writing at least seven (7) days prior to the meeting,

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and is given an opportunity at the meeting to respond to the allegations prior to the vote of the Board of Directors.

ARTICLE VI

OFFICERS

Section 1- Number

The officers of this corporation shall consist of a Chairperson, a 1st Vice Chairperson, a 2nd Vice Chairperson, a Secretary, and a Treasurer. The Board of Directors may, in its discretion, elect an Assistant Secretary or Assistant Treasurer, or so many of said officers as it may deem necessary and desirable, such officers to have the authority, and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

Section 2 – Election

All officers of the corporation shall be elected by the Board of Directors at its annual meeting. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. Each officer shall hold office for the term for which he or she is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death. Officers, including the Chairperson, shall be elected for terms of three (3) years and may serve without any limitation of service terms. Half of the initial board of directors shall serve for a three-year term and the other half for two-year terms and thereafter for two-year terms on a staggered schedule.

Section 3 – Removal of Officers

Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the corporation will be served thereby.

Section 4 – Vacancies

Any vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 – Duties of Officers

The duties and powers of the officers of the corporation shall be as follows:

CHAIRPERSON

The Chairperson will be the principal executive officer of the corporation and will in general supervise and control all the business and affairs of the corporation. He or she shall preside over all meetings of the Board of Directors.

He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he or she will perform all duties incident to the position and office, and such other duties as may be prescribed by the Board of Directors from time to time or which are required by law.

1st and 2nd VICE CHAIRPERSON(S)

During the absence and inability of the Chairperson to render and perform his or her duties or exercise his or her powers, as set forth in these Bylaws or in the laws under this corporation is organized, the same shall be performed and exercised by the 1st Vice Chairperson or the 2nd Vice Chairperson; and when so acting, he or she shall have all powers and be subject to all responsibilities hereby given to or imposed upon such Chairperson. He or she will also assist the Chairman generally and exercise such other powers and in general he or she shall perform other duties as shall be prescribed by the Chairman or by the Board of Directors.

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SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors in appropriate books. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be custodian of the records and of the seal, and affix the seal to all generally, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and generally perform all the duties as from time to time may be prescribed by the Chairperson or by the Board of Directors.

TREASURER

If required by the Board of Directors, the Treasurer will give a bond for faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors determines. The Treasurer shall have the care and custody of and be responsible for all the funds and any securities of the corporation, and deposit all such funds in the name of the corporation in such bank or banks, trust company or trust companies or safe deposit vaults as are selected in accordance with the provisions of Article X of these Bylaws; and generally perform all the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the Chairperson or by the Board of Directors.

ARTICLE VII – EXECUTIVE DIRECTOR

If required and there is adequate funding, an Executive Director shall be hired by the Board of Directors to be responsible to the Board for carrying out all the activities of the corporation on a day-to-day basis and to have charge of any employees. The Executive Director shall be accountable to the Chairperson of the Board of Directors and to the Board of Directors generally. The Executive Director shall not be a member of the Board of Directors but shall attend all regular and special

meetings of the Board of Directors. The Executive Director may have perpetual employment, "at will" of the Board of Directors. The policies, goals and objectives set forth by the Executive Director are subject to approval of the Board of Directors.

ARTICLE VIII – COMMITTEES

Section 1 – Committees of Directors

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate and appoint one or more other committees each of which shall consist of one (1) or more Directors, which committees, to the extent provided in such resolution, shall have and may exercise all authority of the Board of Directors in the management of the corporation, except that no committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Directors or officer of the corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Directors, of any responsibility imposed upon it or him by law.

Section 2 – Executive Committee

An Executive Committee shall exist which shall consist of the Executive Director and all officers of the corporation from time to time serving.

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Section 3 – Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the Chairman of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 4 – Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5 – Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 6 – Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7 – Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8 – Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

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ARTICLE IX – ADVISORY COUNCIL

An Advisory Council shall be established having membership of not less than five (5) nor more than twelve (12) members. The Advisory Council shall include the current Chairman, the immediate past-Chairman (if applicable and available), and such other requested people of the public community who have stated an interest in the purpose of the organization and have expressed a willingness to work with and support the organization. Ideally, these advisors will be from diverse backgrounds appropriate to the activities of the organization. Individually and collectively, they will be available to the Chairman and Executive Director for advice and guidance on activities the corporation may be considering or having in operation. They may serve if they choose, not to exceed five (5) consecutive years. It shall be the responsibility of the current Chairman of the corporation to determine the adequateness of the Advisory Council and to recruit new advisors when appropriate.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FNDS

Section 1 – Contracts

The Board of Directors may authorize an officer or officers, agent, or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2 – Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent, or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairman or a Vice Chairman of the corporation.

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Section 3 – Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trusts companies or other depositories as the Board of Directors may select.

Section 4 – Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE XI

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and the addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent attorney, for any proper purpose at any reasonable time.

ARTICLE XII

NONPROFIT OPERATION

The corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the corporation will be distributed to its Directors, Members, or Officers without full consideration and conducted during the ordinary course of business on behalf of the corporation. No members of the corporation shall have any vested right, interest, or privilege in or to the assets, property, functions, or activities of the corporation. The corporation may contract in due course with its Members, Directors, and Officers without violating this provision if full disclosure is made and there is no conflict with Article V, Section 10 above.

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ARTICLE XIII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIV

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the word "Corporation" and the words "State of Florida."

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Florida Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

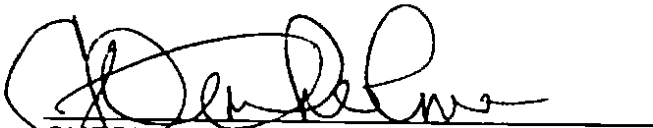
ARTICLE XVI

DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liability of the corporations, dispose of all assets of the corporation to organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by the Circuit Court.

Non-Profit Bylaw Certificate of Adoption of Bylaws:

I do hereby certify that the above stated bylaws of the Dr. Larry W. Howell Book Club, Inc., were approved by the Dr. Larry W. Howell Book Club Board of Directors on 6/2/23 and constitute a complete copy of the Bylaws of the Corporation.


CHERYL TRENHOLME
Signature/Secretary

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TALLAHASSEE, FL

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